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ADES International Holding PLC
11 March 2021

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FOR IMMEDIATE RELEASE

11 March 2021

RECOMMENDED CASH OFFER FOR AND PROPOSED DELISTING OF

ADES International Holding plc

by

Innovative Energy Holding Ltd

a newly formed company to be jointly owned by

ADES Investments Holding Ltd, The Public Investment Fund of the Kingdom of Saudi Arabia and Zamil Group Investment Co.

PUBLICATION OF OFFER DOCUMENT

1. Introduction

On 8 March 2021, the Independent Directors of ADES International Holding Plc ("**ADES International**") and Innovative Energy Holding Limited ("**Innovative Energy**") announced that they had reached agreement on the terms of a recommended cash offer to be made by Innovative Energy for the entire issued and to be issued ordinary share capital of ADES International not already owned or treated as owned by Innovative Energy and its associates for the purposes of the DIFC Companies Law (the "**Offer**").

The Independent Directors and Innovative Energy are pleased to announce that the offer document, containing the full terms and conditions of the Offer and the procedures for its acceptance (the "**Offer Document**"), is being published today. Hard copies of the Offer Document will not be sent to ADES Shareholders and, subject to certain restrictions relating to persons in Restricted Jurisdictions, the Offer Document will be made available on ADES International's website at <http://investors.adihgroup.com/en/disclaimer>. You may request a hard copy of the Offer Document by contacting the Receiving Agent, Link Group, on 0371 664 0300 (if calling from within the UK) or on +44 208 639 3399 (if calling from outside the UK).

THE OFFER IS NOT GOVERNED BY THE TERMS OF THE CITY CODE ON TAKEOVERS AND MERGERS OR THE DUBAI FINANCIAL SERVICES AUTHORITY TAKEOVER RULES.

Unless otherwise stated, words defined in the Offer Document have the same meanings in this announcement.

2. Acceptance of the Offer

The Closing Date of the Offer is 1.00 p.m. (London time) on 20 April 2021.

If you hold your ADES Shares, or any of them, in uncertificated form (that is, as Depositary Interests in CREST), you should follow the procedure for Electronic Acceptance through CREST so that the relevant TTE Instruction settles as soon as possible but, in any event, by no later than 1.00 p.m. (London time) on 20 April 2021. If you are a CREST sponsored member, you should refer to your CREST sponsor as only your CREST sponsor will be able to send the necessary instructions to Euroclear. Further details on the procedures for acceptance of the Offer if you hold any of your ADES Shares in uncertificated form are set out in paragraph 18 of Part I of the Offer Document.

If you do not hold your ADES Shares in uncertificated form (that is, as Depositary Interests in CREST), you should contact the Receiving Agent, Link Group, on 0371 664 0300 (if calling from within the UK) or on +44 208 639 3399 (if calling from outside the UK). A Form of Acceptance may be provided to you. The terms and conditions set out in any Form of Acceptance will be deemed to form part of the terms and conditions applicable to this Offer.

If ADES Shareholders have any questions about the Offer Document or the procedures for acceptance of the Offer, please contact the Receiving Agent, Link Group, on 0371 664 0300 (if calling from within the UK) or on +44 208 639 3399 (if calling from outside the UK). Lines are open 8.30 a.m. to 5.00 p.m. (London time) Monday to Friday (excluding UK public holidays). Calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Offer nor give any financial, legal or tax advice.

Further details of the action to be taken by ADES Shareholders to accept the Offer is set out in paragraphs 18 and 21 of Part I of the Offer Document and in Sections C and D of Part II of the Offer Document.

3. Offer Price

Under the terms of the Offer, ADES Shareholders will receive:

US\$12.50 per share in cash for each ADES Share
(the "Offer Price")

The Offer Price to be paid by Innovative Energy represents a premium of:

- €€€€€€€€€€€€€€€€ approximately 40 per cent. to the Closing Price of US\$8.95 per ADES Share on 5 March 2021 (being the last Business Day prior to the date of the announcement of the Offer);
- €€€€€€€€€€€€€€€€ approximately 36 per cent. to ADES International's volume-weighted average price ("**VWAP**") of US\$9.20 per ADES Share for the 30 day period ended 5 March 2021;
- €€€€€€€€€€€€€€€€ approximately 32 per cent. to the VWAP of US\$9.49 per ADES Share for the 90 day period ended 5 March 2021; and
- €€€€€€€€€€€€€€€€ approximately 35 per cent. to the VWAP of US\$9.27 per ADES Share for the 12 months ended 5 March 2021.

4. Conditions of the Offer

The Offer is subject to the full terms and conditions set out in the Offer Document. The only conditions to the Offer are as follows:

(a) Acceptance condition

Innovative Energy receiving valid acceptances in respect of not less than 8,768,741 ADES Shares (or such lesser number of ADES Shares as Innovative Energy may decide), which represent not less than approximately 56.9 per cent. of the existing share capital of ADES International, including the Treasury Shares but excluding those ADES Shares which, as at the date of this announcement, are held by ADES Investments and Zamil Investments;

(b) Shareholder approval of the Disapplication Resolution

The Disapplication Resolution being duly passed by the requisite number of ADES Shareholders at a general meeting of ADES International; and

(c) GAC clearance

- (i) The Saudi General Authority for Competition ("**GAC**") having issued a notice or decision approving the Acquisition or stating that GAC has no objection to the consummation of the Acquisition (in each case, on terms reasonably satisfactory to Innovative Energy and whether conditionally or unconditionally) and, where any such notice or decision is conditional, the conditional notice or decision has not been withdrawn by the GAC (because of non-compliance with the conditions set forth in the decision or notice);

- (ii) the Acquisition having been deemed approved by GAC because the applicable waiting period as prescribed in the Competition Law issued by Royal Decree No. (M/75) dated 20/06/1440H and its Implementing Regulations issued by GAC Board Resolution No. (337) dated 25/1/1441H has expired without the GAC issuing any notice or decision to any of the parties or by way of public announcement; or
- (iii) the Governor or Board of GAC having confirmed in writing (addressed to all or any of the Parties, as appropriate) that the requirement to file for economic concentration clearance does not apply (or has been waived) in respect of the Acquisition.

Innovative Energy reserves the right to waive conditions (b) and (c) above, in whole or in part, at its absolute discretion. The Offer will lapse unless the Conditions are fulfilled or, where applicable, waived.

A valid acceptance of the Offer submitted in accordance with the procedures set out in the Offer Document shall be irrevocable and incapable of being withdrawn unless and until the Offer terminates or lapses.

Each of the Conditions shall be regarded as a separate Condition and shall not be limited by reference to any other Condition.

Save in respect of any Compulsory Acquisition (which shall be governed by the laws of the DIFC), the Offer will be governed by English law, will be subject to the exclusive jurisdiction of the English courts and will comply with the applicable rules and regulations of the London Stock Exchange.

The Offer will become, or be declared, unconditional in all respects only if the conditions to the Offer have been satisfied or, where applicable, waived. Subject to the satisfaction or, where applicable, waiver of the conditions, it is expected that completion of the Offer will occur during Q2 2021.

5. Squeeze out, delisting, cancellation of trading and re-registration

Pursuant to the Implementation Agreement, ADES International has agreed that, if the Offer becomes, or is declared, unconditional in all respects, it will make an application to the FCA for the cancellation of the listing of the ADES Shares from the Standard Segment of the Official List and to the London Stock Exchange for the cancellation of the admission to trading of the ADES Shares on the London Stock Exchange's Main Market. It is anticipated that the cancellation of the listing on the Standard Segment of the Official List and the admission to trading on the London Stock Exchange's Main Market will take effect no earlier than 20 Business Days after the date on which the Offer becomes, or is declared, unconditional in all respects.

Following the Offer becoming, or being declared, unconditional in all respects and the ADES Shares having been delisted, Innovative Energy intends to procure that ADES International be re-registered as a DIFC private limited company.

The delisting of the ADES Shares and the re-registration of ADES International as a private limited company will significantly reduce the liquidity and marketability of any ADES Shares in respect of which the Offer has not been accepted at that time and their value may be affected as a consequence. Any remaining ADES Shareholders will, in this case, become minority shareholders in a majority controlled private limited company and may therefore be unable to sell their ADES Shares. There can be no certainty that ADES International will pay any further dividends or other distributions in this case, or that such minority ADES Shareholders will again be offered an opportunity to sell their ADES Shares on terms which are equivalent to or no less advantageous than those under the Offer.

If Innovative Energy, by virtue of acceptances of the Offer, acquires or contracts to acquire not less than nine-tenths ($\frac{9}{10}$) in value of the ADES Shares to which the Offer relates and the Offer becomes, or is declared, unconditional in all respects, Innovative Energy intends to exercise its rights pursuant to Article 98 of the DIFC Companies Law to acquire compulsorily the remaining ADES Shares in respect of which it has not received acceptances of the Offer on the same terms as the Offer (the "**Compulsory Acquisition**"). The Acceptance Condition to the Offer may be satisfied in circumstances in which the threshold for commencing the Compulsory Acquisition procedure has not yet been reached.

6. Recommendation

The Independent Directors of ADES International consider the terms of the Offer to be fair and reasonable so far as the ADES Shareholders are concerned.

Accordingly, the Independent Directors of ADES International unanimously recommend that ADES Shareholders accept the Offer.

The background to and reasons for the Independent Directors' recommendation of the Offer are set out in paragraph 5 of Part I of the Offer Document.

As at the date of this announcement, the Independent Directors of ADES International are not interested in any ADES Shares.

7. Enquiries

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Important Notice

This announcement is for information purposes only and is not intended to and does not constitute, or form part of, an offer, invitation or the solicitation of an offer to purchase, otherwise acquire, subscribe for, sell or otherwise dispose of any securities, or the solicitation of any vote or approval in any jurisdiction, pursuant to the Offer or otherwise, nor shall there be any sale, issuance or transfer of securities of ADES International in any jurisdiction in contravention of applicable law.

The Offer is made solely by means of the Offer Document which contains the full terms and conditions of the Offer including details of how to accept the Offer. Any approval, acceptance, decision or other response to the Offer should be made only on the basis of the information in the Offer Document. ADES Shareholders are strongly advised to read the Offer Document.

EFG Hermes, which is authorised regulated by the Dubai Financial Services Authority in the Dubai International Financial Centre, is acting as financial adviser exclusively for ADES Investments and Innovative Energy and no one else in connection with the matters set out in this announcement and will not regard any other person as its client in relation to the matters set out in this announcement and will not be responsible to anyone other than ADES Investments and Innovative Energy for providing the protections afforded to clients of EFG Hermes or its affiliates, nor for providing advice in relation to the contents of this announcement or any other matter referred to herein. Neither EFG Hermes nor any of its subsidiaries, branches or affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of EFG Hermes in connection with this announcement, any statement contained herein or otherwise.

Moelis & Company, which is authorised and regulated by the FCA in the United Kingdom, is acting as financial adviser exclusively for the Public Investment Fund and no one else in connection with the matters set out in this announcement and will not regard any other person as its client in relation to the matters set out in this announcement and will not be responsible to anyone other than the Public Investment Fund for providing the protections afforded to clients of Moelis & Company, nor for providing advice in relation to the contents of this announcement or any other matter referred to herein. Neither Moelis & Company nor any of its subsidiaries, branches or affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Moelis & Company in connection with this announcement, any statement contained herein or otherwise.

Investec, which is authorised in the United Kingdom by the Prudential Regulation Authority ("**PRA**") and regulated by the FCA and the PRA, and Canaccord, which is authorised and regulated in the United Kingdom by the FCA, are acting as joint corporate brokers for ADES International and no one else and will not regard any other person as their client in relation to the matters set out in this announcement and will not be responsible to anyone other than ADES International for providing the protections afforded to their respective clients. Neither Investec, Canaccord nor any of their respective subsidiaries, branches or affiliates owe or accept any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person in connection with this announcement, any statement contained herein or otherwise.

Overseas Shareholders

This announcement has been prepared in accordance with English law and the information disclosed may not be the same as that which would have been prepared in accordance with the laws and regulations of jurisdictions outside England. The statements contained in this announcement are made as at the date of this announcement, unless some other time is specified in relation to them, and there shall be no implication that there has been no change in the facts set forth in this announcement since such date.

The release, publication or distribution of this announcement and the availability of the Offer in or into jurisdictions other than the United Kingdom may be affected by the laws and regulations of those jurisdictions. Persons who are not resident in the United Kingdom, or who are subject to the laws of any jurisdiction other than the United Kingdom, should inform themselves about, and observe any applicable requirements. Any person (including, without limitation, nominees, trustees and custodians) who would, or otherwise intends to, forward this announcement, the Offer Document or any accompanying document to any jurisdiction outside the United Kingdom should refrain from doing so and seek appropriate professional advice before taking any action. Any failure to comply with the applicable legal or regulatory requirements may constitute a violation of the laws and/or regulations of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Offer disclaim any responsibility and liability for the violation of such restrictions by any person. Further details in relation to Overseas Shareholders will be contained in the Offer Document.

Unless otherwise determined by Innovative Energy, and permitted by applicable law and regulation, the Offer will not be made, directly or indirectly, in or into or by use of the mails or any other means or instrumentality (including, without limitation, telephonic or electronic) of interstate or foreign commerce of, or any facility of a national, state or other securities exchange of, a Restricted Jurisdiction, and no person may accept the Offer by any such use, means, instrumentality or facility or from within a Restricted Jurisdiction. Accordingly, copies of this announcement and the formal documentation relating to the Offer are not being, and must not be, directly or indirectly, mailed or otherwise forwarded or distributed in, into or from a Restricted Jurisdiction and persons receiving this announcement (including custodians, nominees and trustees) must not distribute or send it into or from a Restricted Jurisdiction. Doing so may invalidate any purported acceptance of the Offer.

Notice to US shareholders

The Offer is being made for securities of a company limited by shares under the Companies Law - DIFC Law No. 2 of 2009 and registered in the Dubai International Financial Centre and is being made in the United States in compliance with all applicable laws and regulations, including, to the extent applicable Section 14(e) of the US Securities Exchange Act of 1934, as amended (the "**US Exchange Act**"), and Regulation 14E thereunder. The Offer is being made in the United States by Innovative Energy and no one else. The disclosure and procedural requirements applicable to the Offer are different from those in the United States. In addition, US shareholders should be aware that this announcement has been prepared in accordance with a United Kingdom format and style, which differs from the United States format and style. Furthermore, the payment and settlement procedures with respect to the Offer will comply with UK market practice, which differ from US payment and settlement procedures. Neither the US Securities and Exchange Commission nor any securities commission of any state of the United States has approved the Offer, passed upon the fairness of the Offer or passed upon the adequacy or accuracy of this announcement. Any representation to the contrary is a criminal offence in the United States.

Innovative Energy is a company limited by shares under the Companies Law - DIFC Law No. 2 of 2009 and registered in the Dubai International Financial Centre. It is a newly

formed company to be owned by ADES Investments, the Public Investment Fund and Zamil Investments. ADES Investments is a company limited by shares under the Companies Law - DIFC Law No. 2 of 2009 and registered in the Dubai International Financial Centre. The Public Investment Fund is a government fund established in the Kingdom of Saudi Arabia. Zamil Investments is a company incorporated in and under the laws of Saudi Arabia. ADES International is a company limited by shares under the Companies Law - DIFC Law No. 2 of 2009 and registered in the Dubai International Financial Centre. Some or all of the officers and directors of Innovative Energy, ADES Investments, the Public Investment Fund, Zamil Investments and ADES International, respectively, are residents of countries other than the United States. In addition, most of the assets of Innovative Energy, ADES Investments, the Public Investment Fund, Zamil Investments and ADES International are located outside the United States. As a result, it may be difficult for US shareholders of ADES International to sue, or effect service of process within the United States upon, Innovative Energy, ADES Investments, the Public Investment Fund, Zamil Investments or ADES International or their respective officers or directors. Further, it may be difficult to compel a non-US entity and its affiliates to subject themselves to a US court's judgment or to enforce against them a judgment of a US court predicated upon the federal or state securities laws of the United States.

In accordance with normal United Kingdom market practice and subject to applicable regulatory requirements, including Rule 14e-5 under the US Exchange Act, Innovative Energy, ADES Investments, the Public Investment Fund and Zamil Investments or their nominees or brokers (acting as agents) may from time to time whilst the Offer remains open for acceptance make certain purchases of, or arrangements to purchase, ADES Shares outside the United States otherwise than under the Offer, such as in the open market or through privately negotiated purchases. Such purchases, or arrangements to purchase, shall comply with applicable rules in the United Kingdom and the rules of the London Stock Exchange. Details about any such purchases will be available from any Regulatory Information Service.

No profit forecasts or estimates

Nothing in this announcement is intended or shall be deemed to be a forecast, projection or estimate of the future financial performance of Innovative Energy or ADES International and no statement in this announcement should be interpreted to mean that earnings or earnings per share of Innovative Energy or ADES International (where relevant) for the current or future financial years would necessarily match or exceed the historical published earnings or earnings per share for Innovative Energy or ADES International, as appropriate.

Publication on website

A copy of this announcement will be available, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, on ADES International's website at <http://investors.adihgroup.com/en/disclaimer> as soon as practicable following the date of this announcement. For the avoidance of doubt, the content of the website is not incorporated into and does not form part of this announcement.

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